

Law Offices of

# CHAPMAN AND CUTLER

a partnership including professional corporations

Theodore S Chapman  
1877-1943  
Henry E Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

100 Peachtree Street, NW  
Atlanta, Georgia 30303  
(404) 420-1420

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

November 1, 1989 NOV 2 1989 - 10 50 AM

## VIA FEDERAL EXPRESS

Honorable Noreta R. McGee, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

9-306A002

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are four (4) original counterparts of Memorandum of Lease Agreement dated as of October 15, 1989 (the "Memorandum") between Amador Central Railroad Company, a California corporation (the "Lessee") and Citicorp Railmark, Inc., a Delaware corporation (the "Lessor"). Said Memorandum relates to that certain Lease Agreement dated as of October 15, 1989 between the Lessor and the Lessee. Said Memorandum is a primary document, not previously recorded, and should be recorded under a new recordation number.

A general description of the railroad equipment covered by the Memorandum is set forth in Exhibit A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessor:	Citicorp Railmark, Inc. 601 Midland Avenue Rye, New York 10580
Lessee:	Amador Central Railroad Company P. O. Box 66 Martell, California 95654

Once the filings have been made please return the stamped counterparts of the Memorandum not required for filing purposes, together with the ICC fee receipt and the letter from the ICC acknowledging the filings to David B. McMullen, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also, enclosed is a check in the amount of \$15.00 covering the required recording fee.

A short summary of the enclosed secondary document to appear in the Index is as follows:

"Covers seventy (70) single sheath boxcars"

Very truly yours,

CHAPMAN AND CUTLER

By   
David B. McMullen

DBM/brg  
Enclosures

EXHIBIT A

EQUIPMENT DESCRIPTION AND SCHEDULE OF RAILROAD CARS LEASED  
BY  
AMADOR FROM  
CITICORP RAILMARK, INC.

Seventy (70) - 70-ton, 52'8" single sheath boxcars with 16'double  
free rolling door built by FMC Corp. in 1979 specifically numbered  
as AMC 1001-1075, excluding the following casualty cars:

AMC 1024  
AMC 1031  
AMC 1042  
AMC 1055  
AMC 1066

10/02/89

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/2/89

OFFICE OF THE SECRETARY

David B. McMullen Esq  
Chapman & Cutler  
111 West Monroe St  
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/2/89 at 10:50<sup>am</sup> and assigned recordation number(s). 16592

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16592  
RECEIVED NO. \_\_\_\_\_ FILED 1425

NOV 2 1989 - 10 50 AM  
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement for seventy (70) - 70-ton, 52'8" single sheath boxcars with 16' double free rolling door ("Lease Agreement") made and entered into as of October 15, 1989 by and between Amador Central Railroad Company, a California Corporation ("Lessee"), and Citicorp Railmark, Inc. a Delaware Corporation, ("Lessor").

W I T N E S S E T H

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy (70) - 70-ton, 52'8" single sheath boxcars with 16' double free rolling door bearing the railroad reporting markings set forth on Exhibit A.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Amador Central Railroad Company

BY:

D. Mobley WUC  
Its President

CITICORP RAILMARK, INC.

BY:

James A. Chelard  
VICE President

10/02/89

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EQUIPMENT DESCRIPTION AND SCHEDULE OF RAILROAD CARS LEASED  
BY  
AMADOR FROM  
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free rolling door built by FMC Corp. in 1979 specifically numbered  
as AMC 1001-1075, excluding the following casualty cars:

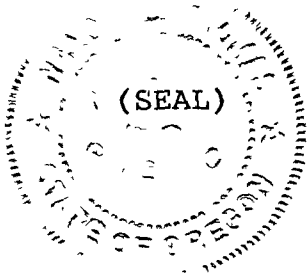
AMC 1024  
AMC 1031  
AMC 1042  
AMC 1055  
AMC 1066

10/02/89

STATE OF OREGON            )  
                                  ) ss.  
County of Multnomah )

On this 16th day of October, 1989, before me the undersigned, a Notary Public in and for said County and State, personally appeared Dewey Mobley, known to me to be the Vice President of the corporation that executed the within instrument, known to me to be the person who executed the within instrument on behalf of the corporation therein named and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

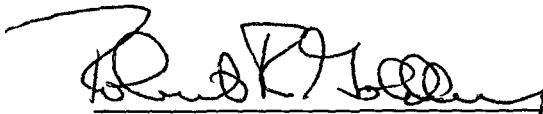
WITNESS my hand and official seal.



*Nancy L. Thomas*  
Nancy L. Thomas  
My commission expires 11/1/92.

STATE OF NEW YORK       )  
                                  )SS.:  
COUNTY OF WESTCHESTER )

On October 16, 1989, before me personally came James S. Archibald to me known, who, by me duly sworn, did depose and say that deponent is a Vice President of Citicorp Railmark, Inc., the corporation described in the foregoing instrument; and that deponent executed the foregoing instrument for and as an act of said corporation.

  
\_\_\_\_\_  
Notary Public

**ROBERT R. GOLDBERG**  
**Notary Public, State of New York**  
**No. 4690571**  
**Qualified in Westchester County**  
**Commission Expires November 30, 1989**